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February 20, 2008

Francis Allen Montbach
Mound Cotton Wollan & Greengrass
One Battery Park Plaza
New York, NY 10004

Re: American Home Assurance Co. v. Delta Air Lines, Inc. et al
Index No.: 07 Civ. 6219

Dear Mr. Montbach,

As you know, we represent Swissport USA, Inc. in the above referenced matter. Based upon our investigation, we have been instructed to accept Delta's request that Swissport defend it against any and all claims put forth in the above referenced lawsuit subject to the terms and conditions enclosed within the attached agreement.

Please let me know whether these conditions are agreeable to your client.

Best regards,
MENDES & MOUNT, LLP


by Roberta Miranda

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
AMERICAN HOME ASSURANCE COMPANY, : INDEX: 07 Civ. 6219(DC)
:

Plaintiff, :

- against - :

DELTA AIRLINES, INC., UTi UNITED STATES, :
INC., SERVICIOS LOGISTICS INTEGRADOS, &
SWISSPORT USA, INC.

Defendants

DELTA AIRLINES, INC.

Third-Party Plaintiff

-against-

SWISSPORT USA, INC.

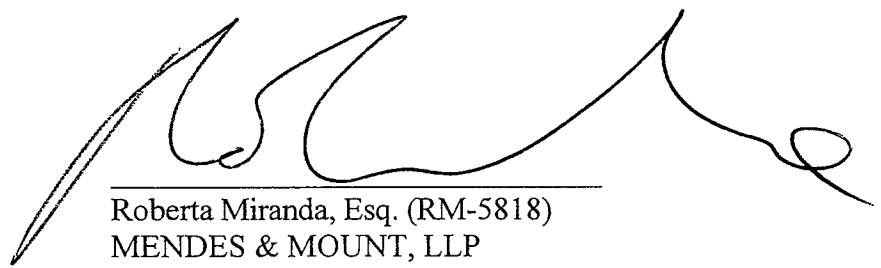
Third-Party Defendant

AGREEMENT REGARDING DEFENSE OF DELTA BY SWISSPORT

1. SWISSPORT USA INC. ("SWISSPORT") agrees to defend and indemnify DELTA AIRLINES, INC. ("DELTA") in this lawsuit on the following terms and conditions:
 - A. SWISSPORT will assume the defense of DELTA in this action, and take over the expenses associated with that defense, on a going forward basis only;
 - B. SWISSPORT will be responsible for the cost of resolution or will indemnify DELTA for any and all judgments in this lawsuit, subject to the provisions in paragraph H below;

- C. DELTA will dismiss with prejudice the third-party action it commenced against SWISSPORT in the instant lawsuit;
- D. SWISSPORT will proceed with a unified defense and will employ a single law firm, Mendes & Mount, LLP., to defend both SWISSPORT and DELTA in this action. To that extent, both SWISSPORT and DELTA will consent to such representation and will waive the potential for conflicts that might appear at this time subject to the following disclosures;
- E. In the event of future litigation involving both SWISSPORT and DELTA, DELTA agrees that Mendes & Mount, LLP may represent SWISSPORT, that DELTA waives any conflict of interest in such representation and that DELTA will not seek to disqualify Mendes & Mount, LLP from representing SWISSPORT in said future litigation because of their representation of DELTA in this lawsuit or because of any confidential knowledge or information which Mendes & Mount, LLP may acquire in the defense of the this lawsuit;
- F. By agreeing to representation in this matter by the firm of Mendes & Mount, LLP, DELTA understands and agrees that the firm of Mendes & Mount, LLP will be obligated to disclose to SWISSPORT and others working with it on the defense of this case, including, but not limited to, any insurance carrier that may be involved, information that it obtains from DELTA;
- G. DELTA will cooperate fully with SWISSPORT's defense of this lawsuit by, among other things, providing to Mendes & Mount, LLP all previously exchanged discovery and any and all documents resulting from DELTA's investigation of the loss complained of in this lawsuit and making any and all DELTA witnesses available for interviews and deposition and/or trial testimony;
- H. Should investigation or discovery establish that the loss complained of in the subject lawsuit was the result of DELTA's sole negligence or willful misconduct, SWISSPORT reserves the right to revoke its agreement to defend and indemnify DELTA.

Dated:
February 15, 2008



Roberta Miranda, Esq. (RM-5818)
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